

Fill in this information to identify the case

Debtor name	<u>Bella Logistics LLC</u>
United States Bankruptcy Court for the:	<u>WESTERN DISTRICT OF TEXAS</u>
Case number (if known)	<u>17-50913</u>

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets -- Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

No. Go to Part 2.
 Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor		Current value of debtor's interest
2. Cash on hand		_____
3. Checking, savings, money market, or financial brokerage accounts (Identify all)		_____
Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number
3.1. Checking account <u>Frost Bank</u>	<u>Checking account</u>	<u>6</u> <u>4</u> <u>9</u> <u>3</u> <u>\$2,072.91</u>
3.2. Checking account <u>Frost Bank</u> <u>(Special Account)</u>	<u>Checking account</u>	<u>3</u> <u>0</u> <u>1</u> <u>7</u> <u>\$422.00</u>
4. Other cash equivalents (Identify all)		
Name of institution (bank or brokerage firm)		
5. Total of Part 1		<u>\$2,494.91</u>
Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.		_____

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

No. Go to Part 3.
 Yes. Fill in the information below.

Debtor Bella Logistics LLC
Name

Case number (if known) 17-50913

	Current value of debtor's interest
7. Deposits, including security deposits and utility deposits	
Description, including name of holder of deposit	
8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent	
Description, including name of holder of prepayment	
9. Total of Part 2.	
Add lines 7 through 8. Copy the total to line 81.	\$0.00

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

No. Go to Part 4.
 Yes. Fill in the information below.

11. Accounts receivable

11a. 90 days old or less:	<u>\$23,680.91</u>	-	<u>\$0.00</u>	= →	<u>\$23,680.91</u>
face amount		doubtful or uncollectible accounts			
11b. Over 90 days old:	<u>\$3,304,350.11</u>	-	<u>\$0.00</u>	= →	<u>\$3,304,350.11</u>
face amount		doubtful or uncollectible accounts			

12. Total of Part 3

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$3,328,031.02

Part 4: Investments

13. Does the debtor own any investments?

No. Go to Part 5.
 Yes. Fill in the information below.

	Valuation method used for current value	Current value of debtor's interest
14. Mutual funds or publicly traded stocks not included in Part 1		
Name of fund or stock:		
15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture		
Name of entity:	% of ownership:	
16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1		
Describe:		
17. Total of Part 4		
Add lines 14 through 16. Copy the total to line 83.	\$0.00	

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

No. Go to Part 6.
 Yes. Fill in the information below.

Debtor Bella Logistics LLC Case number (if known) 17-50913

Name

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials	MM/DD/YYYY			
20. Work in progress				
21. Finished goods, including goods held for resale				
Inventory - Sand	04/19/2017	\$75,144.80		\$75,144.80
22. Other inventory or supplies				
23. Total of Part 5				\$75,144.80
Add lines 19 through 22. Copy the total to line 84.				
24. Is any of the property listed in Part 5 perishable?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Book value _____ Valuation method _____ Current value _____			
26. Has any of the property listed in Part 5 been appraised by a professional within the last year?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops--either planted or harvested			
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish			
30. Farm machinery and equipment (Other than titled motor vehicles)			
31. Farm and fishing supplies, chemicals, and feed			
32. Other farming and fishing-related property not already listed in Part 6			
33. Total of Part 6.			\$0.00
Add lines 28 through 32. Copy the total to line 85.			
34. Is the debtor a member of an agricultural cooperative?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Is any of the debtor's property stored at the cooperative? <input type="checkbox"/> No <input type="checkbox"/> Yes		
35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Book value _____ Valuation method _____ Current value _____		
36. Is a depreciation schedule available for any of the property listed in Part 6?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

 No
 Yes**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

 No. Go to Part 8.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software			
Furniture and equipment	\$17,111.47		\$17,111.47
42. Collectibles Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
43. Total of Part 7. Add lines 39 through 42. Copy the total to line 86.			\$17,111.47

44. Is a depreciation schedule available for any of the property listed in Part 7?

 No
 Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

 No
 Yes**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

 No. Go to Part 9.
 Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
48. Watercraft, trailers, motors, and related accessories Examples: Boats trailers, motors, floating homes, personal watercraft, and fishing vessels			
49. Aircraft and accessories			
50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)			
51. Total of Part 8. Add lines 47 through 50. Copy the total to line 87.			\$0.00
52. Is a depreciation schedule available for any of the property listed in Part 8?			

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

 No
 Yes**Part 9: Real property**

54. Does the debtor own or lease any real property?

 No. Go to Part 10.
 Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.				

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

 No
 Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

 No
 Yes**Part 10: Intangibles and Intellectual Property**

59. Does the debtor have any interests in intangibles or intellectual property?

 No. Go to Part 11.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

60. Patents, copyrights, trademarks, and trade secrets

61. Internet domain names and websites

website

www.bellasands.comUnknown

\$0.00

62. Licenses, franchises, and royalties

63. Customer lists, mailing lists, or other compilations

64. Other intangibles, or intellectual property

65. Goodwill

Goodwill\$700,000.00Unknown

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

 No
 Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

No
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

No
 Yes

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.
 Yes. Fill in the information below.

71. Notes receivable

Description (include name of obligor)

A/R Advance**Mendoza**

\$1,000.00	–	\$0.00	= →	\$1,000.00
Total face amount		doubtful or uncollectible amount		

Current value of
debtor's interest

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

73. Interests in insurance policies or annuities

74. Causes of action against third parties (whether or not a lawsuit has been filed)

75. Other contingent and unliquidated claims or causes of action of every nature,
including counterclaims of the debtor and rights to set off claimsDebtor has a claim for fraud and/or negligent misrepresentation against Breitburn Energy
Partners Ltd.

Unknown

Nature of claim	Fraud/Negligent Misrepresentation
Amount requested	\$3,304,350.11

76. Trusts, equitable or future interests in property

77. Other property of any kind not already listed *Examples:* Season tickets, country club membership

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$1,000.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

No
 Yes

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	<u>\$2,494.91</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$3,328,031.02</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$75,144.80</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$17,111.47</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....</i> ➔		<u>\$0.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>+</u> <u>\$1,000.00</u>	
91. Total. Add lines 80 through 90 for each column. 91a.	<u>\$3,423,782.20</u>	91b. <u>\$0.00</u>
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.....		<u>\$3,423,782.20</u>

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Debtor name Bella Logistics LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number 17-50913
(if known)

Check if this is an
amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

<i>Column A</i> Amount of claim Do not deduct the value of collateral.	<i>Column B</i> Value of collateral that supports this claim
--	--

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$0.00

Fill in this information to identify the case:

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United States Bankruptcy Court for the:	<u>WESTERN DISTRICT OF TEXAS</u>
Case number (if known)	<u>17-50913</u>

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.
 Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or part.

If more space is needed for priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
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Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If more space is needed for nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address	\$163,060.96
Agri-Empresa		
6001 W. Industrial Avenue		
		As of the petition filing date, the claim is: <i>Check all that apply.</i>
		<input type="checkbox"/> Contingent
		<input type="checkbox"/> Unliquidated
		<input type="checkbox"/> Disputed
		Basis for the claim:
Midland		TX 79706
		Non-Purchase Money
Date or dates debt was incurred		
Last 4 digits of account number		— — — —
		Is the claim subject to offset?
		<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes
3.2	Nonpriority creditor's name and mailing address	\$47,515.92
BCS FLUIDS		
PO BOX 1120		
		As of the petition filing date, the claim is: <i>Check all that apply.</i>
		<input type="checkbox"/> Contingent
		<input type="checkbox"/> Unliquidated
		<input type="checkbox"/> Disputed
		Basis for the claim:
Mandeville		LA 70470
		Non-Purchase Money
Date or dates debt was incurred		
Last 4 digits of account number		— — — —
		Is the claim subject to offset?
		<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes
3.3	Nonpriority creditor's name and mailing address	\$1,341,250.00
Bulk Transfer		
5474 Cypress Ct.		
		As of the petition filing date, the claim is: <i>Check all that apply.</i>
		<input type="checkbox"/> Contingent
		<input type="checkbox"/> Unliquidated
		<input type="checkbox"/> Disputed
		Basis for the claim:
Midland		TX 79707
		Non-Purchase Money
Date or dates debt was incurred		
Last 4 digits of account number		— — — —
		Is the claim subject to offset?
		<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes
3.4	Nonpriority creditor's name and mailing address	\$1,320,900.00
Caldwell-Baker Company		
PO Box 226		
		As of the petition filing date, the claim is: <i>Check all that apply.</i>
		<input type="checkbox"/> Contingent
		<input type="checkbox"/> Unliquidated
		<input type="checkbox"/> Disputed
		Basis for the claim:
Gardner		KS 66030
		Non-Purchase Money
Date or dates debt was incurred		
Last 4 digits of account number		— — — —
		Is the claim subject to offset?
		<input checked="" type="checkbox"/> No
		<input type="checkbox"/> Yes

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.5	Nonpriority creditor's name and mailing address <u>Jordan Sands</u> <u>1710 Roe Crest Drive</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$1,130,343.60</u>	
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
		Basis for the claim: <u>Non-Purchase Money</u>		
North Mankato MN 56003		Is the claim subject to offset?		
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
3.6		Nonpriority creditor's name and mailing address <u>Mascoutin Heights Leasing Co, LLC</u> <u>PO Box 129</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$854,685.00</u>
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
		Basis for the claim: <u>Non-Purchase Money</u>		
Berlin WI 54923		Is the claim subject to offset?		
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
3.7		Nonpriority creditor's name and mailing address <u>Muskie Proppants LLC</u> <u>c/o John T. Richer</u> <u>Hall, Estill, Hardwick, Gable, Golden, &</u> <u>320 South Boston Avenue, Suite 200</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$1,397,588.30</u>
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
		Basis for the claim: <u>Non-Purchase Money</u>		
Tulsa OK 74103-3708		Is the claim subject to offset?		
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
3.8		Nonpriority creditor's name and mailing address <u>Pat & Lynn Investments</u> <u>PO Box 129</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i>	<u>\$830,057.90</u>
		<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
		Basis for the claim: <u>Non-Purchase Money</u>		
Berlin WI 54923		Is the claim subject to offset?		
		<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Part 2: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page. If no additional NONPRIORITY creditors exist, do not fill out or submit this page.

Amount of claim

3.9	Nonpriority creditor's name and mailing address <u>Union Pacific</u> <u>3624 Collections Center Drive</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i>	\$235,707.06
		<input type="checkbox"/> Contingent	
		<input type="checkbox"/> Unliquidated	
		<input type="checkbox"/> Disputed	
		Basis for the claim: <u>Non-Purchase Money</u>	
	Date or dates debt was incurred	Is the claim subject to offset?	
		<input checked="" type="checkbox"/> No	
	Last 4 digits of account number	<input type="checkbox"/> Yes	

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Attorney General of the United States <u>Main Justice Bldg; Room 5111</u> <u>10th and Constitution Ave. NW</u>	Line _____	_____
	<u>Washington</u> <u>DC</u> <u>20530</u>	<input checked="" type="checkbox"/> Not listed. Explain: Required Notification	
4.2	Eric Terry <u>Eric Terry Law PLLC</u> <u>4040 Broadway, Ste 350</u>	Line <u>3.7</u>	_____
	<u>San Antonio</u> <u>TX</u> <u>78209</u>	<input type="checkbox"/> Not listed. Explain:	
4.3	Internal Revenue Service <u>300 E. 8th St. STOP5026AUS</u> <u>Special Procedures- Insolvency</u>	Line _____	_____
	<u>Austin</u> <u>TX</u> <u>78701</u>	<input checked="" type="checkbox"/> Not listed. Explain: Required Notification	
4.4	Mark W. Kiehne <u>Mark Kiehne PLLC</u> <u>26550 White Eagle Dr.</u>	Line <u>3.7</u>	_____
	<u>San Antonio</u> <u>TX</u> <u>78260</u>	<input type="checkbox"/> Not listed. Explain:	
4.5	U.S. Department of Justice <u>U.S. Attorney Texas - Western</u> <u>Attn: Bankruptcy</u> <u>601 NW Loop 410, Suite 600</u>	Line _____	_____
	<u>San Antonio</u> <u>TX</u> <u>78216-5512</u>	<input checked="" type="checkbox"/> Not listed. Explain: Required Notification	

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	5a. <u>\$0.00</u>
5b. Total claims from Part 2	5b. + <u>\$7,321,108.74</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. <u>\$7,321,108.74</u>

Fill in this information to identify the case:

Debtor name Bella Logistics LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number 17-50913 Chapter 11

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.

Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1	State what the contract or lease is for and the nature of the debtor's interest	Rail car lease Contract to be ASSUMED	<u>Caldwell-Baker Company</u> <u>PO Box 226</u> <hr/> <hr/> <hr/>
	State the term remaining	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>
	List the contract number of any government contract	<hr/> <hr/> <hr/>	<u>Gardner</u> <u>KS</u> <u>66030</u>
2.2	State what the contract or lease is for and the nature of the debtor's interest	Rail car lease Contract to be ASSUMED	<u>Mascoutin Heights Leasing Co, LLC</u> <u>PO Box 129</u> <hr/> <hr/> <hr/>
	State the term remaining	<hr/> <hr/> <hr/>	<hr/> <hr/> <hr/>
	List the contract number of any government contract	<hr/> <hr/> <hr/>	<u>Berlin</u> <u>WI</u> <u>54923</u>

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Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, *Schedules D-G*. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name

Mailing address

Name

*Check all schedules
that apply:*

Fill in this information to identify the case:

Debtor Name Bella Logistics LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known): 17-50913

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets--Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from Schedule A/B.....

\$0.00

1b. **Total personal property:**

Copy line 91A from Schedule A/B.....

\$3,423,782.20

1c. **Total of all property**

Copy line 92 from Schedule A/B.....

\$3,423,782.20

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D.....

\$0.00

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of Schedule E/F.....

\$0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F.....

+ \$7,321,108.74

4. **Total liabilities**

Lines 2 + 3a + 3b.....

\$7,321,108.74

Fill in this information to identify the case and this filing:

Debtor Name Bella Logistics LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number 17-50913
(if known)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206-Summary)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/08/2017
MM / DD / YYYY

X /s/ Barry Holbert

Signature of individual signing on behalf of debtor

Barry Holbert

Printed name

Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Bella Logistics LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF TEXAS

Case number (if known) 17-50913

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply.

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 01/01/2017 to Filing date Operating a business Other **\$9,405.00**

For prior year:

From 01/01/2016 to **\$10,762,778.00** Operating a business Other

For the year before that:

From 01/01/2015 to **\$10,432,093.00** Operating a business Other

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or co-signed by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. Insiders include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

None

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

None

Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Muskie Proppant LLC v. Bella Logistics LLC	Suit on Account	United States District Court Name _____	<input type="checkbox"/> Pending
		Western District of Texas Street _____	<input type="checkbox"/> On appeal
		San Antonio Division	<input checked="" type="checkbox"/> Concluded
Case number 5:16-cv-00580		City _____ State _____ ZIP Code _____	
Case title 7.2. Muskie Proppant LLC v. Bella Logistics LLC	Nature of case Turnover/Receivership	Court or agency's name and address 451st District Court Name _____	Status of case <input checked="" type="checkbox"/> Pending
		Kendall County Texas Street _____	<input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number 17-176		City _____ State _____ ZIP Code _____	

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000** None**Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.** None**Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

 None

	Who was paid or who received the transfer?	If not money, describe the property transferred	Dates	Total amount or value
11.1.	<u>Villa & White LLP</u>	<u>Credit Card charge</u>	<u>4/19/2017</u>	<u>\$11,717.00</u>

Address1100 NW Loop 410 #700

Street

San Antonio Tx 78213
City State ZIP Code**Email or website address****Who made the payment, if not debtor?**Barry Holbert**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

 None

13. Transfers not already listed on this statement

List any transfers of money or other property--by sale, trade, or any other means--made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

No.

Yes. State the nature of the information collected and retained _____

Does the debtor have a privacy policy about that information?

No.

Yes.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

No. Go to Part 10.

Yes. Does the debtor serve as plan administrator?

No. Go to Part 10.

Yes. Fill in below:

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts, certificates of deposit, and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

None

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

None

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

None

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

None

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?

Include settlements and orders.

No

Yes. Provide details below.

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

No
 Yes. Provide details below.

24. Has the debtor notified any governmental unit of any release of hazardous material?

No
 Yes. Provide details below.

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

None

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

None

Name and address

Dates of service

26a.1. Wonder & Co. CPA

Name

16119 Via Shavano

Street

From 2013

To present

San Antonio

Tx

78249

City

ZIP Code

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

None

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

None

Name and address

26d.1. Muskie Proppants LLC

Name

c/o John T. Richer

Street

Hall, Estill, Hardwick, Gable, Golden, &

Tulsa

OK

74103-3708

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

No.
 Yes. Give the details about the two most recent inventories.

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Barry Holbert	109 Fall Springs Boerne, Tx 78006	member	100%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

No
 Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Amalia Holbert	109 Fall Springs Boerne, Tx 78006	Member	From 2014 To 2017

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Barry Holbert Name 109 Fall Springs Street	\$191,570.57	See attached schedule	Salary
Boerne Tx 78006 City State ZIP Code			

Relationship to debtor**Member**

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.2. Amalia Holbert Name 109 Fall Springs Street	\$73,076.85	See attached schedule	Salary
Boerne Tx 78006 City State ZIP Code			

Relationship to debtor**Member**

Debtor Bella Logistics LLC Case number (if known) 17-50913

Name

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.3. <u>Fireside Concepts LLC</u> Name <u>109 Fall Springs</u> Street	<u>\$27,500.00</u>	<u>See attached schedule</u>	<u>Management fee</u>
<u>Boerne</u> <u>Tx</u> <u>78006</u> City State ZIP Code			

Relationship to debtor

Former Member

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

No
 Yes. Identify below.

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

No
 Yes. Identify below.

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/08/2017
MM / DD / YYYY

/s/ Barry Holbert
Signature of individual signing on behalf of the debtor

Printed name Barry Holbert

Position or relationship to debtor Manager

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

No
 Yes